

Application for a Bank to Consolidate or Purchase the Assets of a Bank/Savings Bank/Association/Credit Union

Consolidations and purchase of assets are subject to the requirements and limitations of sections 3701, 3706, 4106 and related sections of the Michigan Banking Code of 1999, as amended.

1. To request approval to consolidate or purchase the assets of a bank/savings bank/association with the resulting institution a state-chartered bank, please submit a letter application addressed to the Commissioner of the Office of Financial and Insurance Services (OFIS). The letter must be supported with the following information:

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| A. Institutions | Give the names of the institutions involved and indicate under which charter and name the resulting bank will operate and where the principal office will be located. |
| B. Transaction | Summarize the terms and conditions of the consolidation agreement/purchase and assumption agreement, including details of the consideration paid, financing arrangements and debt assumption provisions. If applicable, state any ownership or control applicant's parent has with the other consolidating organization(s). |
| C. Agreement | Provide a copy of the consolidation agreement/ purchase and assumption agreement, including any amendments. |
| D. Financial Information | Provide current financial information and the resulting pro forma combined balance sheet. List goodwill and all other intangible assets separately on the balance sheet. Provide capital ratios for tier 1 capital to total risk-weighted assets; total capital to total risk-weighted assets; and tier 1 capital to average total consolidated assets (leverage ratio). |
| E. Earnings Summary | Provide a prior two-year earnings summary for each institution participating in the proposed transaction. This will be waived for a section 3706 new bank. |
| F. Future Prospects | Describe the planned or anticipated effects this proposal will have on the future direction of the resulting bank with respect to assets and earnings growth, services offered and the community served. |
| G. Directors/Officers | List the directors and senior executive officers of the resulting institution. Indicate position to be held, position held immediately prior to the consolidation or assumption and shares to be held in the resulting institution. If any of the individuals listed are not presently affiliated with the institutions involved, describe their financial institution experience, qualifications and other business affiliations. |
| H. Offices | List all offices of the resulting bank including approved/allowed but unopened offices. Indicate which branches are currently operated by the target institution(s) and include the main office of the target institution(s). Detail any office that will be closed as a result of this transaction. This information does not need to be completed for a section 3706 consolidation. |
| I. Assets/Activities | Describe any nonconforming or impermissible assets or activities that the applicant or resulting institution may not be permitted to retain under relevant law or regulation, including the method of and anticipated time period for divestiture or disposal. |

- J. Trust Powers** Indicate if the consolidated bank will have trust powers.
- K. Changes** List any significant proposed changes in services or products that will result from this proposed transaction.
- L. Certification** Certify that the applicant's board of directors by resolution has authorized the filing of this application and the payment of all fees associated with this transaction. Further certify that to the best of the officer's knowledge, the application information contains no misrepresentations or omissions of material facts.

2. Complete responses to all applicable questions will expedite processing. OFIS will not accept an incomplete application for filing.
3. You may provide any additional information. Any such unsolicited information will be accepted for consideration with the understanding that it may be made public.
4. An application filed with the Commissioner may be amended in writing.
5. A submitted application must be withdrawn by written request or allowed to proceed to a decision before any further application for the same purpose will be officially accepted.
6. Questions pertaining to the application process may be directed to the Enterprise Monitoring and Insurance Examination Division at (517) 241-9981.
7. Refer to the Remittance Instructions for the application fee, also available on our web site.
8. It is recommended that an appropriate application/notice be filed with the proper federal agency coinciding with the filing of this application.
9. Mail the letter application to:
**OFFICE OF FINANCIAL AND INSURANCE SERVICES
ATTENTION: ENTERPRISE MONITORING AND
INSURANCE EXAMINATION DIVISION
P. O. BOX 30220
LANSING, MI 48909-7720**

The Commissioner of the Office of Financial and Insurance Services has determined the letter application (and all supplemental information provided) is available for public inspection or copying pursuant to the provisions of the Michigan Freedom of Information Act.

Authorized by PA 276 of 1999, as amended. Required for a bank to consolidate or purchase the assets of a bank/savings bank/association/credit union.



Michigan Department of Labor & Economic Growth

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